

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
William H. Bradford)	
Transferor)	
)	WC Docket No. ____
MTE Holdings, LLC)	
Transferee)	
)	
For the Transfer of Control of United Telephone Company)	
d/b/a United Communications, its wholly-owned subsidiary)	
United Communications, Inc. (formerly UTC Video Concepts, LLC),)	
and its affiliate UTC Long Distance, LLC that provide interstate)	
interexchange and exchange access services in Tennessee)	
pursuant to blanket domestic Section 214 authorizations)	

To: Wireline Competition Bureau

**STREAMLINED APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC
BLANKET SECTION 214 AUTHORIZATIONS**

United Communications Holdings, LLC (“UCH”; FRN: 0020970117) hereby requests Commission authorization for the transfer of control of its direct and indirect subsidiaries: United Telephone Company d/b/a United Communications (“UTC”; FRN: 0005069299), a rural incumbent local exchange carrier (“ILEC”); United Communications, Inc. (“UCI”; FRN: 0011414059) (formerly UTC Video Concepts, LLC) a competitive local exchange carrier (“CLEC”) broadband services provider and cable operator; and UTC Long Distance, LLC (“UTC-LD”; FRN: 0005023940), a long distance toll service reseller, that provide interstate

interexchange and exchange access services in the State of Tennessee pursuant to blanket domestic Section 214 authorizations.

UTC, a wholly-owned subsidiary of UCH, is a Tennessee corporation that provides local exchange service and Internet service to residential consumers and businesses in Bedford, Davidson, Franklin, Marshall, Maury, Moore, Rutherford and Williamson counties in Tennessee and provides exchange access services to other telecommunications carriers. UTC-LD, also a wholly-owned subsidiary of UCH, holds a certificate of public convenience and necessity (“CPCN”) from the Tennessee Public Utilities Commission (“TPUC”) and provides resold interstate and intrastate long distance services to customers in UTC’s local exchange service area. UCI, a wholly-owned subsidiary of UTC, holds both a CPCN from the TPUC to offer competing telecommunications services in the state of Tennessee and a statewide certificate of franchise authority to offer CATV services. UCI currently provides voice, wireline and fixed wireless internet, and digital TV services to previously unserved and underserved portions of Middle Tennessee.

UCH, the ultimate parent company of UTC, UCI and UTC-LD, is a limited liability company that was formed in 2011 by MSouth Equity Partners, LP (“MSouth”), William H. Bradford (President and Chief Executive Officer), and Eugene B. Johnson (Chairman) to acquire, *inter alia*, ownership of UTC and UTC-LD (see IBFS file no. ITC-T/C-20110623-00175, WC Docket No. 11-107). In 2017, the Commission approved the redemption of MSouth’s ownership interest in UCH and the transfer of control of UCH, UTC, UCI, and UTC-LD from MSouth to Messrs. Bradford (50% voting and 53.3% equity) and Johnson (50% voting and 40.8% equity) (see IBFS file no. ITC-T/C-20170908-00153, WC Docket No. 17-242 and ULS file no. 0007929738).

There are presently two classes of membership interests in UCH; Class A interests which carry voting rights and Class B interests which do not carry voting rights. On July 5, 2018, Messrs. Bradford and Johnson engaged in an exchange of ownership interests whereby Mr. Bradford received Class A voting interests in UCH from Mr. Johnson and Mr. Johnson received Class B non-voting interests in UCH from Mr. Bradford. As a result of this exchange, Mr. Bradford moved from a position of negative control of UCH (50%) to a position of positive control (82%) with no substantial change to his overall equity position in the company. Mr. Johnson continues to hold the remaining 18% of the Class A voting membership interests in UCH. Additionally, on July 6, 2018 Mr. Johnson donated a portion of his Class B non-voting membership interests to the Community Investments Foundation (FRN: 0027667344) a Florida charitable trust, thereby reducing his overall equity position in UCH from approximately 42% to 22%. The Commission was timely notified of and granted this *pro forma* transfer of control with respect to the International 214 held by UTC-LD on August 1, 2018 (*see* IBFS file no. ITC-T/C-20180723-00151). Approval for this *pro forma* transaction in connection with the Domestic 214 authority held by UTC, UCI and UTC-LD was not required pursuant to section 63.03(d) of the Commission's rules.

The present application seeks FCC consent for the transfer of control of UCH and its subsidiaries and the Domestic 214 authorizations held by UTC, UCI and UTC-LD from William H. Bradford to MTE Holdings, LLC ("MTEH"; FRN: 0027760065), a Tennessee limited liability company that was newly formed to acquire a controlling interest in UCH and its

subsidiaries. A separate application is being filed through the IBFS to seek approval for the transfer of control to MTEH of the International 214 authorization held by UTC-LD.¹

MTEH is a holding company with its principal office in Murfreesboro, Tennessee. MTEH is wholly-owned by The Middle Tennessee Electric Membership Corporation (“MTEMC”; FRN: 0001775543), an electric utility that is organized as a Tennessee non-profit corporation. The principal business of MTEMC is providing affordable, reliable, safe electricity and outstanding member service to Rutherford, Cannon, Wilson and Williamson counties in Middle Tennessee. Its principal office is located in Murfreesboro, Tennessee. Incorporated in 1939, MTEMC has more than 205,000 business and residential members and maintains more than 10,800 miles of transmission line. MTEMC is a member-owned cooperative that is governed by a Board of Directors elected by its member owners. None of the member owners holds an interest of 10% or more in MTEMC.

The proposed transaction will involve the purchase by MTEH of 875,000 newly-issued Class A membership interests in UCH. Contemporaneous with that purchase, UCH will redeem 137,000 Class A membership interests in UCH held by Mr. Bradford and all outstanding Class B membership interests in UCH. Upon consummation of this transaction, MTEH will hold 875,000 Class A membership interests in UCH which will represent 68.6% voting and equity, Mr. Bradford will hold 304,343 Class A membership interests in UCH which will represent 23.8% voting and equity, and Mr. Johnson will hold 96,891 Class A membership interests in UCH which will represent 7.6% voting and equity. The UCH Operating Agreement will be amended to eliminate Class B Membership interests and there will be no longer be any Class B

¹ Likewise, an application is being filed through the Commission’s ULS to obtain prior Commission approval for this transaction as it relates to various private wireless licenses held by UCI.

interest holders. UCH will be directly controlled by a Board of Managers (“Board”). Initially, the Board will be composed of five members, with two members appointed by Mr. Bradford and Mr. Johnson and three members appointed by MTEH. The day-to-day operations of UCH will not change after the closing of the proposed transaction. William Bradford will remain in his current position as President and Chief Executive Officer of UCH and its subsidiaries and Eugene B. Johnson will remain in his current position as Chairman.

This transaction qualifies for streamlined treatment pursuant to section 63.03 of the Commission’s rules. The acquisition of a controlling interest in UCH by MTEH will not result in any changes to the day-to-day operations of, including the geographic areas served and services offered by, UCH and its subsidiaries. Neither MTEH nor its parent MTEMC is a telecommunications services provider and none of MTEH, MTEMC, Mr. Bradford or Mr. Johnson holds or will hold a cognizable interest in any telecommunications services provider other than the subsidiaries of UCH.

In accordance with the requirements of Section 63.04(a) of the Commission's Rules, the Applicants submit the following information:

(1) Name, address and telephone number of each applicant:

Transferor and Applicant (UCH):

William H. Bradford
120 Taylor Street
P.O. Box 38
Chapel Hill, TN 37034
Phone: 931-364-4355
Facsimile: 931-364-4370

Transferee:

MTE Holdings, LLC
555 New Salem Highway

Murfreesboro, TN 37129

Phone: 615-494-1507

ATTN: Denise Miller, Secretary/Treasurer

(2) Government, state or territory under the laws of which each corporate or partnership applicant is organized:

United Communications Holdings, LLC is a limited liability company organized under the laws of Delaware. UCH does not itself provide any telecommunications services.

United Telephone Company d/b/a United Communications is a Tennessee corporation.

United Communications, Inc. is a Tennessee corporation.

UTC Long Distance, LLC is a limited liability company organized under the laws of Tennessee.

MTE Holdings LLC is a limited liability company organized under the laws of Tennessee.

The Middle Tennessee Electric Membership Corporation is a cooperatively owned, Tennessee non-profit corporation.

(3) Name, title, post office address, and telephone number of the officer or contact person to whom correspondence concerning the application is to be addressed:

Transferor and Applicant (UCH):

William Bradford, President and CEO

United Communications Holdings, LLC

120 Taylor Street

P.O. Box 38

Chapel Hill, TN 37034

Phone: 931-364-4355

Facsimile: 931-364-4370

With a copy to Counsel:

Howard Shapiro

Womble Bond Dickinson (US) LLP

1200 Nineteenth Street NW, Suite 500

Washington, DC 20036
Telephone: 202-857-4507

Transferee:

MTE Holdings, LLC
555 New Salem Highway
Murfreesboro, TN 37129
Phone: 615-494-1507
ATTN: Denise Miller, Managing Counsel

- (4) Name, address, citizenship and principal business of any person or entity that directly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities:**

(a) United Telephone Company (Before and After Transaction)

Name & Address	Ownership %	Citizenship	Principal Business
United Communications Holdings, LLC 120 Taylor Street P.O. Box 38 Chapel Hill, TN 37034	100%	Delaware	Holding Company

(b) United Communications Inc. (Before and After Transaction)

Name & Address	Ownership %	Citizenship	Principal Business
United Telephone Company 120 Taylor Street P.O. Box 38 Chapel Hill, TN 37034	100%	Tennessee	ILEC

(c) UTC-Long Distance (Before and After Transaction)

Name & Address	Ownership %	Citizenship	Principal Business
United Communications Holdings, LLC 120 Taylor Street P.O. Box 38 Chapel Hill, TN 37034	100%	Delaware	Holding Company

(d) United Communications Holdings, LLC (Before transaction)

Name & Address*	Ownership % (Equity)	Ownership % (Voting)	Citizenship	Principal Business
William H. Bradford	54.23%	82.0%	USA	Telecommunications
Eugene B. Johnson	22.02%	18.0%	USA	Telecommunications
Michael F. Jury	3.01%	0%	USA	Telecommunications
Community Investments Foundation	20.74%	0%	Florida	Charitable Trust

* The address for Messrs. Bradford, Johnson and Jury is 120 Taylor Street, P.O. Box 38, Chapel Hill, TN 37034. The address for Mr. Jury is 5019 Morning Dove Lane, Spring Hill, TN 37174. The address for Community Investments Foundation is 220 North Tryon Street, Charlotte, NC 28202.

(e) United Communications Holdings, LLC (After Transaction)

Name & Address*	Ownership % (Equity)	Ownership % (Voting)	Citizenship	Principal Business
William H. Bradford	23.8%	23.8%	USA	Telecommunications
Eugene B. Johnson	7.6%	7.6%	USA	Telecommunications
MTE Holdings, LLC	68.6%	68.6%	Tennessee	Holding Company

* The address for Messrs. Bradford and Johnson is 120 Taylor Street, P.O. Box 38, Chapel Hill, TN 37034. The address for MTE Holdings, LLC is 555 New Salem Highway, Murfreesboro, TN 37129.

(5) Certification pursuant to 47 C.F.R. §§1.2001 through 1.2003 that no party to the application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

The parties hereby certify, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

(6) Description of the transaction:

The proposed transaction will involve the purchase by MTEH of 875,000 newly-issued Class A membership interests in UCH. Contemporaneous with that purchase, UCH will redeem 137,000 Class A membership interests in UCH held by Mr. Bradford and all outstanding Class B membership interests in UCH. Upon consummation of this transaction, MTEH will hold 875,000 Class A membership interests in UCH which will represent 68.6% voting and equity, Mr. Bradford will hold 304,343 Class A membership interests in UCH which will represent 23.8% voting and equity, and Mr. Johnson will hold 96,891 Class A membership interests in UCH which will represent 7.6% voting and equity. UCH will be directly controlled by a Board of Managers ("Board"). Initially, the Board will be composed of five members, with two members appointed by Mr. Bradford and Mr. Johnson and three members appointed by MTEH. The day-to-day operations of UCH will not change after the closing of the proposed transaction. William Bradford will remain in his current position as President and Chief Executive Officer of UCH and its subsidiaries and Eugene B. Johnson will remain in his current position as Chairman.

(7) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

UCH is a privately owned holding company with three wholly-owned subsidiaries: UTC (a local exchange carrier providing telephone and internet service to the eight (8) traditional telephone exchanges located in Bedford, Davidson, Franklin, Marshall, Maury, Moore, Rutherford and Williamson counties in Tennessee); UTC-LD (a provider of resold interstate and intrastate long distance services to customers in the State of Tennessee); and, UCI a competitive local exchange carrier, cable television system operator and broadband service provider that holds both a certificate of public convenience and necessity to offer competing telecommunications services in the state of Tennessee and a statewide certificate of franchise authority to offer CATV services. These companies are headquartered in Chapel Hill, Tennessee.

UTC operates an upgraded fiber network, including over 1,000 route miles of fiber backbone connecting in Nashville and covering Nolensville, portions of Brentwood, College Grove, Chapel Hill, Unionville, Fosterville, Estill Springs, Belfast, and Flat Creek, Tennessee. UTC's local exchange service area covers 8 telephone exchanges in Bedford, Davidson, Franklin, Marshall, Maury, Moore, Rutherford and Williamson counties in Tennessee. UTC currently provides local exchange service to a total of approximately 12,000 access lines and both fiber and DSL-based Internet service to approximately 10,000 customers in its service area.

UTC-LD resells interstate and intrastate long distance toll in the State of Tennessee, primarily serving customers of its affiliated companies, UCI and UTC.

UCI provides cable television services in areas in and around UTC's service area, many of whom would not otherwise have access to cable television service. UCI also provides high speed Internet and VoIP services in underserved markets contiguous to UTC's core telephone exchanges and fixed wireless broadband to underserved rural areas of Middle Tennessee.

The transferee, MTEH is a holding company formed for the purpose of acquiring a controlling interest in UCH and its subsidiaries. MTEH is a wholly-owned subsidiary of MTEMC, a member owned electric utility cooperative. Both MTEH and MTEMC are headquartered in Murfreesboro, Tennessee. Neither MTEH nor MTEMC provides telecommunications services to the public or holds a cognizable interest in any telecommunications services provider.

- (8) Statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment.**

This application qualifies for streamlined treatment under section 63.03(b)(1) of the Commission's rules. The acquisition of a controlling interest in UCH by MTEH will not result in any changes to the operations of, including the geographic areas served and services offered by UCH and its subsidiaries. Neither MTEH nor its parent MTEMC is a telecommunications services provider and none of MTEH, MTEMC, Mr. Bradford or Mr. Johnson holds or will hold a cognizable interest in any telecommunications services provider other than the subsidiaries of UCH.

This transaction also qualifies for streamlined treatment under Section 63.03(b)(2) of the Commission's Rules. UCH and its subsidiaries: (a) together have a market share in the interstate, interexchange market of less than 10 percent; (b) together have less than 12,000 access lines which constitute far fewer than two (2) percent of the nation's subscriber lines installed in the aggregate nationwide; and (c) do not overlap or abut the telecommunications service areas of any other company in which any of the equity holders in UCH has any cognizable interest.

(9) Identification of all other Commission applications related to the same transaction:

Contemporaneously with the filing of this Domestic 214 Transfer of Control application, the transferor and transferee will be filing through the IBFS an application for consent to transfer control of the International 214 authorization (ITC-214-19970205-00061) held by UTC-LD. Additionally, an application for consent to transfer control of private wireless licenses held by UCI will be filed contemporaneously through the ULS.

(10) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

No party to the transaction is facing imminent business failure at this time. Therefore, the Applicants are not requesting special consideration because a party to the transaction is facing imminent business failure.

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction:

No separately filed waivers or waiver requests are being sought in conjunction with the proposed transaction.

(12) Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that

may be necessary to show the effect of the proposed transaction on competition in domestic markets:

As indicated above, this transaction will have no impact on competition in domestic telecommunications markets. The corporate reorganization described herein will provide additional capital resources to allow UCH and its subsidiaries to continue to provide new services and expand existing services to rural unserved and underserved areas of Middle Tennessee. Accordingly, the proposed transaction will benefit the residents of Middle Tennessee who will have access to these new and expanded service offerings.

CONCLUSION

In light of the foregoing facts and public interest considerations, the parties respectfully request Commission consent to the transfer of control of UCH and the blanket domestic Section 214 authorizations held by its subsidiaries, UTC, UTC-LD and UCI that will result from the acquisition of a controlling interest in UCH by MTEH.

William Bradford, on his own behalf as transferor and as an officer and representative of UCH and its affiliated domestic 214 holders, and Denise Miller as representative of transferee, pursuant to 47 C.F.R. §§1.2001 through 1.2003, hereby certify that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

William Bradford, on his own behalf as transferor and as an officer and representative of UCH, and Denise Miller as representative of transferee, by their signatures below hereby certify that he or she has read the foregoing application and that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

[EXECUTION PAGE FOLLOWS]

Respectfully submitted,

UNITED COMMUNICATIONS HOLDINGS, LLC

By: W. Bradford
William Bradford, Individually and as President and CEO of UCH

MTE HOLDINGS, LLC

By: Denise Miller
Denise Miller, Secretary/Treasurer

Dated: August 24 2018